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DEC 13 2013

SECRETARY, BOARD OF
OIL, GAS & MINING

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR
AGENCY ACTION OF AXIA ENERGY, LLC FOR
AN ORDER AUTHORIZING THE FLARING OF
GAS IN EXCESS OF THE AMOUNTS ALLOWED
UNDER UTAH ADMIN. CODE RULE R649-3-
20(1.1) FROM TWELVE (12) THREE RIVERS
AREA WELLS LOCATED IN SECTIONS 32 AND
36 OF TOWNSHIP 7 SOUTH, RANGE 20 EAST,
SLM, AND SECTIONS 3, 8, AND 16 OF
TOWNSHIP 8 SOUTH, RANGE 20 EAST, SLM,
UINTAH COUNTY, UTAH

**MOTION FOR SUBSTITUTION OF
ULTRA RESOURCES, INC. AS
REAL PARTY IN INTEREST**

Docket No. 2014-002

Cause No. 142-10

Axia Energy, LLC ("Axia"), UPL Three Rivers Holdings, LLC ("UPL") and Ultra Resources, Inc. ("Ultra"), acting by and through their attorneys, MacDonald & Miller Mineral Legal Services, PLLC, hereby jointly notify the Utah Board of Oil, Gas and Mining (the "Board") that Axia has sold its Three Rivers area assets, including the wells at issue in this Cause and the associated leaseholds, to UPL, which sale closed on December 12, 2013. Ultra is a member of UPL and will serve as successor operator of the Wells.

UPL is a Delaware limited liability company while Ultra is a Wyoming corporation, both of which are in good standing. Both entities have principal places of business in Houston, Texas and, as relating to Rocky Mountain operations including the Three Rivers area, in Denver, Colorado. Both entities are duly authorized to conduct business in the State of Utah and are or shortly will be fully bonded with all relevant

State of Utah and Federal agencies. UPL and Ultra have read the allegations of Axia's Request for Agency Action dated December 10, 2013 and fully confirm and support the allegations made therein.

Therefore, Axia, UPL and Ultra, pursuant to Utah Admin. Code Rule R641-105-300, respectfully move and request that, given the sale and designation of Ultra as operator, the Board substitute and recognize Ultra as the Petitioner and real party in interest in this Cause. A proposed order granting said substitution is included herewith.

Respectfully submitted this 13th day of December, 2013.

**MACDONALD & MILLER
MINERAL LEGAL SERVICES, PLLC**

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CERTIFICATE OF SERVICE

I hereby certify that, on this 13th day of December, 2013, I caused a true and correct copy of the foregoing Motion for Substitution of Ultra Resources, Inc. as Real Party in Interest to be mailed, postage pre-paid, to the following:

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1275.02
2030.03

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UINTAH COUNTY, UTAH

**ORDER GRANTING
SUBSTITUTION OF ULTRA
RESOURCES, INC. AS REAL
PARTY IN INTEREST**

Docket No. 2014-002

Cause No. 142-10

The Board of Oil, Gas and Mining, having fully considered Axia Energy, LLC, UPL Three Rivers Holdings, LLC and Ultra Resources, Inc.'s joint Motion for Substitution filed on December 13, 2013, and finding good cause therefore, hereby grants said Motion and authorizes the substitution and replacement of Ultra Resources, Inc. as the substitute Petitioner and real party in interest in this Cause.

For all purposes, the Chairman's signature on a faxed copy of this Order shall be deemed the equivalent of a signed original.

DATED this ____ day of December, 2013.

**STATE OF UTAH
BOARD OF OIL, GAS AND MINING**

By: _____
Ruland J. Gill, Jr., Chairman